

EXHIBIT 57

**REDACTED VERSION OF
DOCUMENT SOUGHT TO BE
SEALED**

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

WAYMO LLC,
Plaintiff,

vs.

No. 3:17-CV-00939-WHA

UBER TECHNOLOGIES, INC.;
OTTOMOTTO LLC; OTTO TRUCKING,
INC.,
Defendants.

HIGHLY CONFIDENTIAL - ATTORNEYS' EYES ONLY
VIDEO-RECORDED DEPOSITION OF CHRIS URMSON
Palo Alto, California
August 24, 2017

Reported by:
KENNETH T. BRILL
CSR NO. 12797
Job No. 2678939-A

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1 understanding. 10:06:24

2 BY MR. HUME: 10:06:25

3 Q. So a person -- does that mean a person 10:06:26

4 could [REDACTED] [REDACTED]

[REDACTED] [REDACTED] [REDACTED]

[REDACTED] [REDACTED] [REDACTED]

[REDACTED] [REDACTED] 10:06:40

8 MR. NEUKOM: Objection to form. 10:06:41

9 THE WITNESS: No. In signing this 10:06:43

10 agreement, they were foregoing the conventional 10:06:44

11 Google compensation program. 10:06:47

12 BY MR. HUME: 10:06:53

13 Q. Did -- other than in determining the value 10:06:54

14 of Chauffeur, [REDACTED] [REDACTED]

[REDACTED] [REDACTED] [REDACTED]

[REDACTED] [REDACTED] [REDACTED]

[REDACTED] [REDACTED] 10:07:09

18 MR. NEUKOM: Objection to form. 10:07:12

19 THE WITNESS: [REDACTED] [REDACTED]

[REDACTED] [REDACTED] [REDACTED]

[REDACTED] [REDACTED] [REDACTED]

[REDACTED] [REDACTED] [REDACTED]

[REDACTED] [REDACTED] [REDACTED]

[REDACTED] [REDACTED] [REDACTED]

[REDACTED] [REDACTED] 10:07:37

1 BY MR. HUME: 10:07:39

2 Q. I see. So for any given year, an employee 10:07:40

3 gets evaluated, and they were -- normally a Google 10:07:42

4 employee would get a Google performance bonus of 10:07:47

5 either cash or Google stock, is that correct? 10:07:49

6 A. In many cases both cash and Google stock. 10:07:51

7 They were two separate evaluation points 10:07:53

8 historically. 10:07:56

9 Q. Okay. But if you were participating in 10:07:57

10 the Chauffeur bonus program, then that same 10:07:59

11 evaluation would take place, the same determination 10:08:03

12 of your performance bonus, what it would have been 10:08:05

13 takes place, both cash and Google stock, [REDACTED] [REDACTED]

[REDACTED] [REDACTED] [REDACTED]

[REDACTED] [REDACTED] [REDACTED]

[REDACTED] [REDACTED] 10:08:19

17 A. Yes. 10:08:25

18 Q. And so can you -- do you recall what your 10:08:26

19 personal allocation percentage was at the end of 10:08:28

20 2015? 10:08:31

21 A. No. 10:08:33

22 Q. Do you recall what Anthony Levandowski's 10:08:34

23 was? 10:08:35

24 A. Yeah -- no. 10:08:37

25 Q. In terms of [REDACTED] 10:08:41

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[REDACTED]

[REDACTED]

[REDACTED] is that correct?

A. That is correct.

Q. And what did you do to [REDACTED]

A. [REDACTED]

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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10:09:59

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A.

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1 page, which is describing -- answering the question, 10:21:50
2 overall how has Anthony Levandowski performed in his 10:21:58
3 role since last review? 10:22:03
4 And you wrote, "[REDACTED] [REDACTED]
[REDACTED] [REDACTED]
[REDACTED] [REDACTED]
[REDACTED] [REDACTED]
[REDACTED] [REDACTED]
[REDACTED] [REDACTED]
[REDACTED] 10:22:22
11 Do you see that? 10:22:24
12 A. I do see that. 10:22:24
13 Q. I think if you compare that, and feel free 10:22:26
14 to do so with the prior two reports for the previous 10:22:28
15 two years, it's significantly more negative. 10:22:30
16 And the question I have for you is what 10:22:33
17 happened in the 2013 to '14 time frame that caused 10:22:37
18 Anthony to start getting negative reviews? 10:22:45
19 MR. SINGER: Objection, form. 10:22:49
20 THE WITNESS: I don't recall specifically. 10:22:52
21 BY MR. HUME: 10:22:54
22 Q. Well, is it possible that this coincided 10:22:55
23 with it becoming more clear to him that you were in 10:22:58
24 charge of the project and he wasn't, and he 10:23:01
25 therefore became less enthusiastic? 10:23:04

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1 MR. NEUKOM: Objection to form. 10:23:08

2 THE WITNESS: That seems like a plausible 10:23:11

3 explanation. 10:23:14

4 BY MR. HUME: 10:23:14

5 Q. What's your recollection of what happened 10:23:15

6 with his performance? 10:23:16

7 A. So the timeline is somewhat unclear to me, 10:23:22

8 but there was a period after it became clear that I 10:23:24

9 was leading Chauffeur and he was not where I worked 10:23:27

10 very hard to kind of mend bridges and bring him, you 10:23:29

11 know, into the fold, so to speak. 10:23:33

12 Over time my patience with his 10:23:39

13 manipulations and lack of enthusiasm and commitment 10:23:42

14 to the project, it became clearer and clearer that 10:23:45

15 this was a lost cause. And so I think what you're 10:23:49

16 seeing is some of that turn in my sentiment towards 10:23:52

17 him. 10:23:56

18 Q. If you go back to this most recent one, 10:23:57

19 Exhibit 1999, and that last page, you say in the 10:24:00

20 last sentence, "Anthony is a starter." 10:24:05

21 What do you -- what did you mean by that? 10:24:09

22 A. I don't know specifically what I 10:24:13

23 referred -- what I mean by that. 10:24:14

24 Q. Did you -- did you have the view that 10:24:17

25 Anthony was better suited to early-stage development 10:24:21

1 work than to the refining and perfectioning -- 10:24:26

2 perfecting work that you were trying to get into? 10:24:29

3 A. Yes, I do have that opinion. 10:24:33

4 Q. Anthony doesn't know how to use the 10:24:38

5 software for electrical design; correct? 10:24:40

6 MR. SINGER: Objection, form. 10:24:44

7 THE WITNESS: I don't know that for a 10:24:45

8 fact, but I believe it, yes. 10:24:46

9 BY MR. HUME: 10:24:48

10 Q. And Anthony is not a computer software 10:24:48

11 coder; correct? 10:24:51

12 A. No, I don't believe he is. 10:24:54

13 Q. So what is it that Anthony can do? 10:24:56

14 A. He's a smart guy, and he has the ability 10:25:01

15 to pull together interesting ideas and form theses, 10:25:04

16 and he has a gift for motivating people over short 10:25:16

17 periods of time, and he has a gift for telling 10:25:20

18 people what they want to hear that enables him to be 10:25:23

19 an exceptional salesman and showman. 10:25:26

20 Q. Let me refer you to the middle document, 10:25:32

21 Exhibit 1998. Towards the bottom, or at the bottom 10:25:34

22 of that page, in response to the question, what's 10:25:44

23 one thing you do really well that you plan to 10:25:47

24 continue doing -- this is about Anthony -- your 10:25:49

25 answer is, [REDACTED] 10:25:53

1 project since the founding, and that we should make 11:01:27
2 sure to provide him a generous exit despite my 11:01:31
3 personal differences with him. 11:01:35

4 Q. So at this time, is it fair to say that 11:01:37
5 you didn't have an expectation that by October 2015, 11:01:39
6 the date of the first valuation event for the first 11:01:43
7 bonus tranche and the Chauffeur plan, that the value 11:01:47
8 of the Chauffeur business would be so high that it 11:01:51
9 would lead to bonuses significantly larger than what 11:01:54
10 was contemplated here? 11:01:58

11 MR. NEUKOM: Objection to form. 11:02:00

12 THE WITNESS: I think that's fair. 11:02:02

13 BY MR. HUME: 11:02:05

14 Q. So for example, when you got your bonus of 11:02:06
15 approximately [REDACTED] for the first installment 11:02:10
16 of your Chauffeur plan, was that much higher than 11:02:13
17 you had been expecting prior to the latter half of 11:02:16
18 2015? 11:02:21

19 A. Yes. Yeah, I -- I can't remember exactly 11:02:26
20 when we started to really think hard about the 11:02:29
21 valuation process, but around the time frame of 11:02:33
22 this, we did not anticipate a valuation as large as 11:02:36
23 the one we achieved. 11:02:42

24 Q. Given the difficulties that were in your 11:02:48
25 relationship with Anthony and his performance 11:02:51

1 incentive program -- improvement program, excuse me, 11:02:54
2 did you have an understanding that Anthony was 11:02:59
3 concerned about whether he would get his full bonus 11:03:04
4 under the Chauffeur bonus program? 11:03:07
5 MR. NEUKOM: Objection to form. 11:03:10
6 THE WITNESS: At what time? 11:03:13
7 BY MR. HUME: 11:03:14
8 Q. 2015. So during -- let me rephrase the 11:03:15
9 question. 11:03:18
10 During 2015 and through to the time that 11:03:18
11 he left on January 27, 2016, did you have an 11:03:22
12 understanding that Anthony Levandowski was concerned 11:03:26
13 that he wouldn't get paid his full bonus under the 11:03:30
14 Chauffeur bonus program? 11:03:33
15 A. He never expressed that to me. 11:03:35
16 Q. Did anyone else ever express that to you? 11:03:37
17 MR. SINGER: Object to form. 11:03:40
18 BY MR. HUME: 11:03:41
19 Q. Did anyone else ever express to you that 11:03:41
20 Mr. Levandowski was concerned about his bonus? 11:03:43
21 A. No. 11:03:46
22 Q. Did anyone else ever express to you that 11:03:47
23 they were concerned about whether they would receive 11:03:49
24 the full bonus under the Chauffeur program? 11:03:52
25 A. The only real concern that I heard was 11:03:56

1 whether we would be able to [REDACTED] 11:03:59

2 I think that given the amount of money 11:04:04

3 involved, I think there was the same level of 11:04:07

4 concern someone would have if, you know, they order 11:04:12

5 something expensive from Amazon, and will it be 11:04:15

6 there when I get home when I expect it, but not a 11:04:18

7 particular concern that Google would renege on the 11:04:21

8 contract that was in place. 11:04:24

9 Q. Did you have other concerns about the 11:04:28

10 Chauffeur prog- -- bonus program [REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED] 11:04:36

13 A. I did, yes. 11:04:39

14 MR. NEUKOM: Objection to form. 11:04:40

15 BY MR. HUME: 11:04:41

16 Q. Can you explain what those were? 11:04:42

17 A. [REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

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1 [REDACTED] [REDACTED]
[REDACTED] [REDACTED] 11:06:20
3 BY MR. HUME: 11:06:24
4 Q. Who was the ultimate decision-maker on 11:06:25
5 that? 11:06:27
6 MR. SINGER: Object to form. 11:06:28
7 THE WITNESS: I don't know. 11:06:29
8 BY MR. HUME: 11:06:29
9 Q. Okay. I'd like to show you Exhibit 2016. 11:06:33
10 - - - 11:06:36
11 (Whereupon the document was marked, 11:06:36
12 for identification purposes, as Urmson 11:06:36
13 Exhibit 2016.) 11:06:36
14 - - - 11:06:37
15 THE WITNESS: Thank you. 11:06:47
16 I get straight to it, don't I? 11:06:55
17 BY MR. HUME: 11:06:59
18 Q. Exhibit 2016 -- where is my copy? -- is 11:07:00
19 an -- is an e-mail dated August 4th, 2015, that 11:07:07
20 you sent, and the first sentence of which says, "We 11:07:10
21 need to fire Anthony Levandowski." 11:07:13
22 Do you see that? 11:07:15
23 A. I do. 11:07:16
24 Q. You go on to say -- and you're sending 11:07:20
25 this to Chelsea Bailey and Stacy Sullivan. 11:07:22

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1 You go on to say, "I have just heard today 11:07:25
2 from two different sources that Anthony is 11:07:28
3 approaching members of their team attempting to set 11:07:31
4 up a package deal of people that he could sell en 11:07:33
5 masse to Uber." 11:07:36
6 Do you see that? 11:07:38
7 A. Yes, I do. 11:07:40
8 Q. By all means take a moment to read the 11:07:41
9 whole e-mail, and then I'll ask you a few questions 11:07:43
10 about it. 11:07:46
11 A. Thank you. 11:07:46
12 Okay. 11:08:37
13 Q. Mr. Urmson, you may have testified to this 11:08:48
14 earlier because you did talk about Mr. Levandowski, 11:08:50
15 rumors of him potentially trying to negotiate a deal 11:08:53
16 that would take members of the team away. 11:08:56
17 Is this -- is this what you were referring 11:08:58
18 to when you made that testimony earlier? 11:09:00
19 A. Yes. 11:09:03
20 Q. And does seeing this e-mail refresh your 11:09:06
21 recollection in any way of who the two different 11:09:10
22 sources were who told you that Anthony was doing 11:09:12
23 this? 11:09:15
24 A. No, it does not. 11:09:15
25 Q. And so is it your recollection that you 11:09:28

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1 never learned much more about this than what's in 11:09:32
2 this e-mail? 11:09:35
3 MR. SINGER: Object to form. 11:09:37
4 THE WITNESS: So at this time, I don't 11:09:43
5 remember learning much more about this, no. 11:09:44
6 BY MR. HUME: 11:09:48
7 Q. Well, I'd like to know everything you've 11:09:48
8 learned about this subject of Mr. Levandowski 11:09:51
9 approaching members of the team attempting to set up 11:09:53
10 a package deal that he could sell to Uber. What 11:09:59
11 else do you know about that? 11:10:02
12 MR. SINGER: Object to form. 11:10:04
13 MR. PFEFFER: I'll object on privilege 11:10:05
14 grounds. Mr. Urmson, I don't know what your 11:10:06
15 participation was or wasn't, but to the extent that 11:10:10
16 you have responsive information which is based on or 11:10:12
17 reflects communications that you had with Google's 11:10:14
18 attorneys, in-house counsel or outside counsel, I 11:10:17
19 would instruct you not to provide any testimony that 11:10:20
20 reflects or discloses or is based on those 11:10:22
21 attorney-client privileged communications. 11:10:26
22 Otherwise, you should answer to the best of your 11:10:27
23 ability. 11:10:30
24 THE WITNESS: Is the HR team part of the 11:10:31
25 internal legal counsel? 11:10:33

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CERTIFICATE OF REPORTER

I, the undersigned, a Certified Shorthand Reporter of the State of California, do hereby certify:

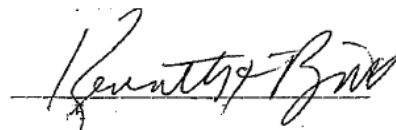
That the foregoing proceedings were taken before me at the time and place herein set forth; that any witnesses in the foregoing proceedings, prior to testifying, were administered an oath; that a record of the proceedings was made by me using machine shorthand which was thereafter transcribed under my direction; that the foregoing transcript is a true record of the testimony given.

Further, that if the foregoing pertains to the original transcript of a deposition in a Federal Case, before completion of the proceedings, review of the transcript [] was [] was not requested.

I further certify I am neither financially interested in the action nor a relative or employee of any attorney or any party to this action.

IN WITNESS WHEREOF, I have this date subscribed my name.

Dated: Augsut 25, 2017

A handwritten signature in cursive script, appearing to read "Kenneth T. Brill", written over a horizontal line.

KENNETH T. BRILL

CSR No. 12797